

Pacific Green Technologies Inc.  
Form 10-Q  
February 23, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **December 31, 2014**

or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number **000-54756**

**PACIFIC GREEN TECHNOLOGIES INC.**

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(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation or organization)

**N/A**

(IRS Employer  
Identification No.)

**5205 Prospect Road, Suite 135-226, San Jose, CA 95129**

(Address of principal executive offices)

(Zip Code)

**(408) 538-3373**

(Registrant's telephone number, including area code)

**N/A**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer  
Non-accelerated filer Smaller reporting company  
(Do not check if a  
smaller reporting  
company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)  
YES NO

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. YES NO

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

16,321,681 common shares issued and outstanding as of February 16, 2015.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

Our consolidated unaudited interim financial statements for the three and nine month periods ended December 31, 2014 form part of this quarterly report. They are stated in United States Dollars (US\$) and are prepared in accordance with United States generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X.

**PACIFIC GREEN TECHNOLOGIES INC.**

Consolidated Financial Statements

December 31, 2014

(Expressed in US dollars)

(unaudited)

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**PACIFIC GREEN TECHNOLOGIES INC.**

## Consolidated Balance Sheets

(Expressed in U.S. dollars)

|  | December<br>31,<br>2014<br>\$<br>(unaudited) | March 31,<br>2014<br>\$ |
|--|--|-------------------------|
| <b>ASSETS</b>  |  |                         |
| Cash   | 3,584  | 205,571                 |
| VAT receivable   | 5,887  | 2,005                   |
| Prepaid expenses   | 687  | 687                     |
| Due from related party (Note 8)  | 11,257                                       | –                       |
| Total Current Assets   | 21,415                                       | 208,263                 |
| Intangible assets (Note 3)   | 22,547,338                                   | 23,644,629              |
| Total Assets   | 22,568,753                                   | 23,852,892              |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |  |                         |
| <b>Current Liabilities</b>   |  |                         |
| Accounts payable and accrued liabilities (Note 8)  | 685,928                                      | 449,850                 |
| Derivative liabilities (Note 6)  | 38,756                                       | –                       |
| Loan payable (Note 4)  | 677,600                                      | 725,319                 |
| Convertible debentures, net of unamortized discount of \$36,315 and \$nil, respectively (Note 5)             | 263,685                                      | –                       |
| Current portion of note payable, net of unamortized discount of \$72,091 and \$33,438, respectively (Note 7) | 2,927,909                                    | 1,966,562               |
| Due to related parties (Note 8)  | 5,309,882                                    | 5,300,950               |
| Total Current Liabilities  | 9,903,760                                    | 8,442,681               |
| Note payable, net of unamortized discount of \$547,227 and \$898,431, respectively (Note 7)                  | 1,452,773                                    | 2,101,569               |
| Total Liabilities  | 11,356,533                                   | 10,544,250              |
| Nature of Operations and Continuance of Business (Note 1)  |  |                         |

Commitments (Note 11)

Stockholders' Equity

|  |              |              |
|--|--------------|--------------|
| Preferred stock, 10,000,000 shares authorized, \$0.001 par value<br>Nil shares issued and outstanding      | —            | —            |
| Common stock, 500,000,000 shares authorized, \$0.001 par value<br>16,321,681 shares issued and outstanding | 16,322       | 16,322       |
| Common stock issuable (Note 3)   | 8,868,523    | 8,868,523    |
| Additional paid-in capital   | 45,298,380   | 44,623,380   |
| Accumulated other comprehensive loss   | (8,150 )     | (109,140 )   |
| Deficit  | (42,962,855) | (40,090,443) |
| Total Stockholders' Equity   | 11,212,220   | 13,308,642   |
| Total Liabilities and Stockholders' Equity   | 22,568,753   | 23,852,892   |

(The accompanying notes are an integral part of these interim consolidated financial statements)



**PACIFIC GREEN TECHNOLOGIES INC.**

## Consolidated Statements of Operations and Comprehensive Loss

(Expressed in U.S. dollars)

(unaudited)

|   | Three<br>Months<br>Ended<br>December<br>31, 2014<br>\$ | Three<br>Months<br>Ended<br>December<br>31, 2013<br>\$ | Nine<br>Months<br>Ended<br>December<br>31,<br>2014<br>\$ | Nine<br>Months<br>Ended<br>December<br>31,<br>2013<br>\$ |
|---|--|--|--|--|
| Revenue   | –  | –  | –  | –  |
| Expenses  |  |  |  |  |
| Amortization of intangible assets                               | 365,764  | 399,401  | 1,097,291  | 761,248  |
| Consulting fees (Note 8)  | 204,563  | 281,063  | 684,885  | 831,926  |
| Foreign exchange gain   | (160,740 )   | (131,811 )   | (188,313 )   | (150,741 )   |
| Office and miscellaneous  | 7,756  | 44,030   | 29,104   | 57,971   |
| Professional fees   | 29,667   | 85,899   | 180,346  | 274,114  |
| Research and development  | –  | 17,723   | –  | 32,741   |
| Transfer agent and filing fees                                  | 5,890  | 9,011  | 23,522   | 30,771   |
| Travel  | 247  | 19,007   | 38,503   | 48,039   |
| Total operating expenses  | 453,147  | 724,323  | 1,865,338  | 1,886,069  |
| Loss before other income (expense)                              | (453,147 )   | (724,323 )   | (1,865,338 )   | (1,886,069 )   |
| Other income (expense)  |  |  |  |  |
| Gain on change in fair value of derivative liabilities (Note 6) | 4,959  | –  | 4,959  | –  |
| Interest expense (Notes 5 and 7)                                | (337,804 )   | (220,646 )   | (1,012,033 )   | (616,992 )   |
| Total other income (expense)                                    | (332,845 )   | (220,646 )   | (1,007,074 )   | (616,992 )   |
| Net loss for the period   | (785,992 )   | (944,969 )   | (2,872,412 )   | (2,503,061 )   |
| Other comprehensive income (loss)                               |  |  |  |  |
| Foreign currency translation gain (loss)                        | 58,504   | (31,408 )  | 100,990  | (109,658 )   |

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|   |            |            |              |              |
|---|------------|------------|--------------|--------------|
| Comprehensive loss for the period             | (727,488 ) | (976,377 ) | (2,771,422 ) | (2,612,719 ) |
| Net loss per share, basic and diluted         | (0.05 )    | (0.06 )    | (0.18 )      | (0.19 )      |
| Weighted average number of shares outstanding | 16,321,681 | 15,929,107 | 16,321,681   | 13,167,856   |

(The accompanying notes are an integral part of these interim consolidated financial statements)

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**PACIFIC GREEN TECHNOLOGIES INC.**

## Consolidated Statements of Cash Flows

(Expressed in U.S. dollars)

(unaudited)

|   | Nine Months Ended<br>December 31,<br>2014<br>\$ |   | Nine Months<br>Ended<br>December 31,<br>2013<br>\$ |
|---|---|---|--|
| Operating Activities  |   |   |  |
| Net loss for the period   | (2,872,412                                      | ) | (2,503,061   |
|   |   |   | )  |
| Adjustments to reconcile net loss to net cash used in operating activities: |   |   |  |
| Accretion of discount on note payable and convertible debentures            | 319,951   |   | 371,037  |
| Amortization of intangible assets   | 1,097,291                                       |   | 761,248  |
| Gain on change in fair value of derivative liabilities                      | (4,959  | ) | -  |
| Imputed interest  | 675,000   |   | 238,313  |
| Changes in operating assets and liabilities:                                |   |   |  |
| Accounts receivable   | -   |   | 206,663  |
| VAT receivable  | (3,882  | ) | (19,368  |
| Prepaid expenses  | -   |   | (20,783  |
| Due from related party  | (11,257   | ) | -  |
| Accounts payable and accrued  | 238,270   |   | (194,494   |
|   |   |   | )  |

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|   |            |            |
|---|------------|------------|
| liabilities                                     |            |            |
| Due to related parties                          | 259,993    | 437,932    |
| Net Cash Used In Operating Activities           | (302,005 ) | (722,513 ) |
| Investing Activities                            |            |            |
| Cash acquired on acquisition of subsidiary      | –          | 16,263     |
| Acquisition of intangible assets                | –          | (21,311 )  |
| Net Cash Used In Investing Activities           | –          | (5,048 )   |
| Financing Activities                            |            |            |
| Proceeds from related parties                   | 33,500     | 14,876     |
| Repayments to related parties                   | (65,381 )  | –          |
| Proceeds from the issuance of common shares     | –          | 1,040,000  |
| Proceeds from convertible debentures            | 300,000    | –          |
| Net Cash Provided by Financing Activities       | 268,119    | 1,054,876  |
| Effect of Foreign Exchange Rate Changes on Cash | (168,101 ) | (49,453 )  |
| Change in Cash                                  | (201,987 ) | 277,862    |
| Cash, Beginning of Period                       | 205,571    | 93,228     |
| Cash, End of Period                             | 3,584      | 371,090    |
| Non-cash Investing and Financing Activities:    |            |            |
| Debt settled with the acquisition of            | –          | 330,842    |

|   |        |            |
|---|--------|------------|
| intangible assets                                       |        |            |
| Common stock issued for acquisition of intangible asset | -      | 26,602,108 |
| Recognition of debt discount due to derivative          | 43,715 | -          |
| Supplemental Disclosures:                               |        |            |
| Interest paid   | -      | -          |
| Income taxes paid                                       | -      | -          |

(The accompanying notes are an integral part of these consolidated financial statements)

**PACIFIC GREEN TECHNOLOGIES INC.**

Notes to the Consolidated Financial Statements

December 31, 2014

(Expressed in U.S. Dollars)

(unaudited)

**1. Basis of Presentation**

The accompanying consolidated interim financial statements of Pacific Green Technologies Inc. (the “Company”) should be read in conjunction with the consolidated financial statements and accompanying notes filed with the U.S. Securities and Exchange Commission in the Company’s Annual Report on Form 10-K for the fiscal year ended March 31, 2014. In the opinion of management, the accompanying financial statements reflect all adjustments of a recurring nature considered necessary to present fairly the Company’s financial position and the results of its operations and its cash flows for the periods shown.

The preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported. Actual results could differ materially from those estimates. The results of operations and cash flows for the periods shown are not necessarily indicative of the results to be expected for the full year.

These consolidated financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders and note holders, the ability of the Company to obtain necessary equity financing to continue operations, and ultimately the attainment of profitable operations. As at December 31, 2014, the Company has not generated any revenues, has a working capital deficit of \$9,882,345, and has an accumulated deficit of \$42,962,855 since inception. These factors raise substantial doubt regarding the Company’s ability to continue as a going concern. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

**2. Significant Accounting Policies**

(a) Principles of Consolidation

These consolidated financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in U.S. dollars. These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Pacific Green Technologies Limited (PGT Limited), Pacific Green Energy Parks Limited (“PGEP”), and Energy Park Sutton Bridge Ltd. (“EPSB”), a wholly owned subsidiary of PGEP. All inter-company accounts and transactions have been eliminated.

(b) Financial Instruments

ASC 820, “Fair Value Measurements and Disclosures” requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument’s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

*Level 1*

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

*Level 2*

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

*Level 3*

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company’s financial instruments consist principally of cash, VAT receivable, amount due from a related party, accounts payable and accrued liabilities, loans payable, convertible debentures, note payable, and amounts to due to

related parties. Pursuant to ASC 820, the fair value of cash is determined based on “Level 1” inputs, which consist of quoted prices in active markets for identical assets. With the exception of long-term note payable, the recorded values of all other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

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**PACIFIC GREEN TECHNOLOGIES INC.**

Notes to the Consolidated Financial Statements

December 31, 2014

(Expressed in U.S. Dollars)

(unaudited)

**2. Significant Accounting Policies** (continued)

## (b) Financial Instruments (continued)

The following table represents assets and liabilities that are measured and recognized in fair value as of December 31, 2014, on a recurring basis:

|                        | Level<br>1<br>\$ | Level<br>2<br>\$ | Level 3<br>\$ | Total<br>gains<br>(losses)<br>\$ |
|------------------------|------------------|------------------|---------------|----------------------------------|
| Derivative liabilities | –                | –                | 38,756        | 4,959                            |
| Total                  | –                | –                | 38,756        | 4,959                            |

During the period ended December 31, 2014, the Company recognized a gain on change in fair value of derivative liabilities of \$4,959.

## (c) Recent Accounting Pronouncements

The Company has limited operations and is considered to be in the development stage. In the period ended June 30, 2014, the Company elected to early adopt Accounting Standards Update No. 2014-10, *Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements*. The adoption of this ASU allows the Company to remove the inception to date information and all references to development stage.

The Company has implemented all new accounting pronouncements that are in effect and that may impact its consolidated financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### 3. Intangible Assets

|                                   | Cost<br>\$ | Accumulated<br>amortization<br>\$ | Impairment<br>\$ | December 31,<br>2014<br>Net carrying<br>value<br>\$ | March 31,<br>2014<br>Net<br>carrying<br>value<br>\$ |
|-----------------------------------|------------|-----------------------------------|------------------|---|---|
| Patents and technical information | 35,852,556 | (2,388,687 )                      | (10,916,531)     | 22,547,338  | 23,644,629  |

On May 15, 2013, the Company acquired PGEP and its wholly owned subsidiary EPSB for the issuance of 3,500,000 common shares. EPSB holds options to purchase land on which the Company plans to build a biomass power plant facility.

On May 17, 2013, the Company entered into an Assignment of Assets agreement with EnviroTechnologies, Inc. (“Enviro”), whereby the Company acquired various patents and technical information related to the manufacture of a wet scrubber for removing sulphur, other pollutants and the particulate matter from diesel engine exhaust. In exchange for these assets the Company waived all obligations owing to the Company as well as agreed to return a total of 88,876,443 of Enviro’s shares back to Enviro. The obligations waived consisted of \$237,156 owing to PGT Inc. as well as \$93,721 of debt owing to Pacific Green Group Limited (“PGG”), which was assigned to PGT Inc. The Company will enter into share exchange agreements with Enviro shareholders in which it will issue shares of its common stock in exchange for shares of Enviro on a one for ten basis. As at December 31, 2014, the Company has a remaining 2,217,130 shares of its common stock to be issued to Enviro shareholders at a fair value \$8,868,523, which was recorded as common stock issuable.

### 4. Loan Payable

On October 29, 2011, the Company’s wholly owned subsidiary, PGEP, assumed a \$677,600 (£435,000) loan, bearing interest at 6.5% per annum and due on December 31, 2013. The loan was made for the exclusive purpose of assisting in financing the consulting work required to obtain planning permission for a biomass power plant, which is being conducted through EPSB. On April 15, 2012, the lender agreed to waive its right to interest on the loan.

**PACIFIC GREEN TECHNOLOGIES INC.**

Notes to the Consolidated Financial Statements

December 31, 2014

(Expressed in U.S. Dollars)

(unaudited)

**5. Convertible Debentures**

On May 27, 2014, the Company entered into a \$200,000 convertible debenture with a non-related party. Under the terms of the debenture, the amount is unsecured, bears interest at 10% per annum, and is due on May 27, 2015. Pursuant to the agreement, should any portion of loan remain outstanding past maturity the interest will increase to 15% per annum. The note is convertible into shares of common stock 180 days after the date of issuance (a) (November 27, 2014) until maturity at a conversion rate of 75% of the average closing bid prices of the Company's common stock for the 45 days ending one trading day prior to the date the conversion notice is sent by the holder to the Company. As at December 31, 2014, the Company recorded accrued interest of \$12,225 (March 31, 2014 - \$nil), which has been included in accounts payable and accrued liabilities.

The Company analyzed the conversion option under ASC 815, "Accounting for Derivative Instruments and Hedging Activities", and determined that the conversion feature should be classified as a liability and recorded at fair value due to there being no explicit limit to the number of shares to be delivered upon settlement of the conversion option. In accordance with ASC 815, the Company recognized the intrinsic value of the embedded beneficial conversion feature of \$33,922. On November 27, 2014, the note became convertible resulting in the Company recording a derivative liability of \$33,922 with a corresponding adjustment to loss on change in fair value of derivative liabilities. During the period ended December 31, 2014, the Company had amortized \$6,372 (2013 - \$nil) of the debt discount to interest expense. As at December 31, 2014, the carrying value of the debenture was \$172,450 (March 31, 2014 - \$nil) and the fair value of the derivative liability was \$24,976 (March 31, 2014 - \$nil).

On June 12, 2014, the Company entered into a \$100,000 convertible debenture with a non-related party. Under the terms of the debenture, the amount is unsecured, bears interest at 10% per annum, and is due on June 12, 2015. Pursuant to the agreement, should any portion of loan remain outstanding past maturity the interest will increase to 15% per annum. The note is convertible into shares of common stock 180 days after the date of issuance (b) (December 12, 2014) until maturity at a conversion rate of 75% of the average closing bid prices of the Company's common stock for the 45 days ending one trading day prior to the date the conversion notice is sent by the holder to the Company. As at December 31, 2014, the Company recorded accrued interest of \$4,515 (March 31, 2014 - \$nil), which has been included in accounts payable and accrued liabilities.

The Company analyzed the conversion option under ASC 815, “Accounting for Derivative Instruments and Hedging Activities”, and determined that the conversion feature should be classified as a liability and recorded at fair value due to there being no explicit limit to the number of shares to be delivered upon settlement of the conversion option. In accordance with ASC 815, the Company recognized the intrinsic value of the embedded beneficial conversion feature of \$9,793. On December 12, 2014, the note became convertible resulting in the Company recording a derivative liability of \$9,793 with a corresponding adjustment to loss on change in fair value of derivative liabilities. During the period ended December 31, 2014, the Company had amortized \$1,028 (2013 - \$nil) of the debt discount to interest expense. As at December 31, 2014, the carrying value of the debenture was \$91,235 (March 31, 2014 - \$nil) and the fair value of the derivative liability was \$13,780 (March 31, 2014 - \$nil).

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**PACIFIC GREEN TECHNOLOGIES INC.**

## Notes to the Consolidated Financial Statements

December 31, 2014

(Expressed in U.S. Dollars)

(unaudited)

**6. Derivative Liabilities**

The Company records the fair value of the of the conversion price of the convertible debentures disclosed in Note 5 in accordance with ASC 815, Derivatives and Hedging. The fair value of the derivative was calculated using a binomial option pricing model. The fair value of the derivative liability is revalued on each balance sheet date with corresponding gains and losses recorded in the consolidated statement of operations. During the period ended December 31, 2014, the Company recorded a gain on the change in fair value of derivative liability of \$4,959 (2013 - \$nil). As at December 31, 2014, the Company recorded a derivative liability of \$38,756 (March 31, 2014 - \$nil).

The following inputs and assumptions were used to value the convertible debentures outstanding during the period ended December 31, 2014:

|   | May 27, 2014          |              | June 12, 2014         |              |
|---|-----------------------|--------------|-----------------------|--------------|
|   | Convertible Debenture |              | Convertible Debenture |              |
|   | As at                 | As at        | As at                 | As at        |
|   | December 31,          | November 27, | December 31,          | December 12, |
|   | 2014                  | 2014         | 2014                  | 2014         |
| Estimated common stock issuable upon conversion | 468,560               | 286,606      | 221,076               | 173,195      |
| Estimated exercise price                        | 0.45                  | 0.73         | 0.45                  | 0.61         |
| Risk-free interest rate                         | 12                    | % 7          | % 12                  | % 9          |
| Expected dividend yield                         | —                     | —            | —                     | —            |
| Expected volatility                             | 170                   | % 179        | % 176                 | % 179        |
| Expected life (in years)                        | 0.4                   | 0.5          | 0.46                  | 0.5          |

A summary of the activity of the derivative liability is shown below:

|  |          |
|--|----------|
|  | \$       |
| Balance, March 31, 2014                        | —        |
| Debt discount due to derivative                | 43,715   |
| Mark to market adjustment at December 31, 2014 | (4,959 ) |
| Balance, December 31, 2014                     | 38,756   |

**7. Note Payable**

|                                   | December 31,<br>2014<br>\$ | March 31,<br>2014<br>\$ |
|-----------------------------------|----------------------------|-------------------------|
| Opening balance                   | 4,068,131                  | 3,574,399               |
| Accretion of unamortized discount | 312,551                    | 493,732                 |
| Ending balance                    | 4,380,682                  | 4,068,131               |
| Less: current portion             | 2,927,909                  | 1,966,562               |
| Long-term portion                 | 1,452,773                  | 2,101,569               |

The principal repayments of the note payable are as follows:

|               |           |
|---------------|-----------|
|               | \$        |
| June 12, 2013 | 1,000,000 |
| June 12, 2014 | 1,000,000 |
| June 12, 2015 | 1,000,000 |
| June 12, 2016 | 1,000,000 |
| June 12, 2017 | 1,000,000 |
|               | 5,000,000 |

**PACIFIC GREEN TECHNOLOGIES INC.**

Notes to the Consolidated Financial Statements

December 31, 2014

(Expressed in U.S. Dollars)

(unaudited)

**7. Note Payable** (continued)

On June 14, 2012, the Company entered into an Assignment and Share Transfer Agreement with PGG, a company under common control, concerning the assignment of the Representation Agreement entered between PGG and Enviro and the purchase of 100% of the issued and outstanding common shares of PGT Limited, a subsidiary of PGG, in exchange for an aggregate of 5,000,000 shares of common stock as well as a \$5,000,000 promissory note.

The note payable will be repaid in instalments of \$1,000,000 on the anniversary of the agreement beginning on June 12, 2013 with the income earned under the terms of the Representation Agreement. If the Company is unable to meet the repayment schedule, PGG will have the option to either roll over any unpaid portion to the following payment date or to convert the outstanding amount into shares of the Company's stock. The note had been discounted at a market rate of 18% to arrive at the net present value of \$3,127,171 as at June 12, 2012. The note is unsecured and cannot itself be used by PGG to cause the Company to become insolvent. During the nine months ended December 31, 2014, the Company recorded imputed interest of \$675,000 (2013 - \$238,313) at a rate of 18% per annum which has been included in additional paid-in capital.

**8. Related Party Transactions**

- (a) During the nine months ended December 31, 2014, the Company incurred \$nil (2013 - \$21,465) in consulting fees to former directors of a wholly owned subsidiary of the Company.
- (b) During the nine months ended December 31, 2014, the Company incurred \$180,000 (2013 - \$180,000) in consulting fees to a company controlled by a director of a wholly owned subsidiary of the Company.
- (c) During the nine months ended December 31, 2014, the Company incurred \$35,406 (2013 - \$11,536) in consulting fees to a company controlled by a director of the Company.
- (d)

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As at December 31, 2014, \$30,110 (19,329 GBP) (March 31, 2014 – \$33,348 (20,000 GBP)) was owed to a company controlled by former directors of EPSB for consulting fees incurred, which is included in accounts payable and accrued liabilities.

(e) As at December 31, 2014, the Company owed \$5,223,110 (March 31, 2014 – \$3,746,282) to a company controlled by a director of a wholly owned subsidiary of the Company. The amount owing is unsecured, non-interest bearing, and due on demand.

(f) As at December 31, 2014, the Company owed \$31,222 (20,042 GBP) (March 31, 2014 – \$33,418 (20,042 GBP)) to a company under common control. The amount owing is unsecured, non-interest bearing, and due on demand.

(g) As at December 31, 2014, the Company owed \$49,509 (March 31, 2014 – \$832,883) to a significant shareholder. Of this amount, \$39,387 is unsecured, bears interest at the US Bank Prime Rate plus 4%, and due on demand. The remainder of the amount owing is unsecured, non-interest bearing, and due on demand.

(h) As at December 31, 2014, the Company owed \$6,041 (March 31, 2014 – \$688,367) to directors of the Company’s wholly-owned subsidiaries. The amounts owing are unsecured, non-interest bearing, and due on demand.

(i) As at December 31, 2014, the Company was owed \$11,257 (March 31, 2014 – \$nil) from a director of the Company. The amount owing is unsecured, non-interest bearing, and due on demand.

## 9. Stock Options

The following table summarizes the continuity of stock options:

|                            | Number<br>of<br>options | Weighted<br>average<br>exercise<br>price<br>\$ | Weighted<br>average<br>remaining<br>contractual<br>life (years) | Aggregate<br>intrinsic<br>value<br>\$ |
|----------------------------|-------------------------|--|---|---------------------------------------|
| Balance, March 31, 2014    | 62,500                  | 0.01   |   |                                       |
| Expired                    | (62,500)                | 0.01   |   |                                       |
| Balance, December 31, 2014 | –                       | –  | –   | –                                     |



**PACIFIC GREEN TECHNOLOGIES INC.**

Notes to the Consolidated Financial Statements

December 31, 2014

(Expressed in U.S. Dollars)

(unaudited)

**10. Segmented Information**

The Company is located and operates in the US and its subsidiaries are primarily located and operating in the United Kingdom. Geographical information is as follows:

| December 31, 2014 | United States<br>\$ | United Kingdom<br>\$ | Total<br>\$ |
|-------------------|---------------------|----------------------|-------------|
| Intangible assets | 22,547,338          | –                    | 22,547,338  |

| March 31, 2014    | United States<br>\$ | United Kingdom<br>\$ | Total<br>\$ |
|-------------------|---------------------|----------------------|-------------|
| Intangible assets | 23,644,629          | –                    | 23,644,629  |

**11. Commitments**

On May 1, 2010, the Company entered into consulting agreements with Sichel Limited (“Sichel”), the parent company of PGG. Sichel will assist the Company in developing commercial agreements for green technology and (a) the building of an international distribution centre. Effective December 31, 2013, this consulting agreement was assigned to Pacific Green Development Ltd. The agreement shall continue for four years with consideration as follows:

- i) Stock consideration to PGG or to any third party as directed by PGG of 5,000 ordinary shares of the Company upon signing of the agreement, which have been waived by PGG;

- ii) Monthly consultancy fees of \$20,000 are to be paid within fourteen days of each month-end. If the Company is unable to pay this fee, then PGG has the option to elect to be paid 5,000 common shares of the Company in lieu of cash;

- iii) Sales commission of 10% of sales value excluding shipping and local sales taxes; and
- iv) Finance commission of 10% of net proceeds of any funds raised by way of issued of stock, debt or convertible note after any brokers commission as introduced by PGG.

(b) On February 10, 2009, EPSB entered into an Option Agreement to acquire land located in Lincolnshire, England (the "Property") ("Davis Option"). Pursuant to the agreement, the option expires on August 10, 2011. If EPSB exercises its option within 18 months from the date of the Option Agreement, the purchase price will be £3,500,000. Otherwise, the purchase price will be £4,000,000. The sellers also have a Share Option, in which they can substitute £1,000,000 of the purchase price for 5% of the nominal value of the common stock of EPSB ("Consideration Shares").

On July 27, 2011, EPSB entered into a supplemental agreement to amend certain terms of the Option Agreement. Pursuant to the supplemental agreement, the expiry date of the Option Agreement was extended and the purchase price was increased to £3,200,000 in the event that the Share Option is exercised on or before August 9, 2013 and increases to £4,200,000 in the event the Share Option is exercised after August 9, 2013 and before June 9, 2014.

On October 4, 2012, EPSB entered into a supplemental agreement to amend certain terms of the Option Agreement. Pursuant to the supplemental agreement, the purchase price was increased to £4,200,000 and the Share Option was removed.

On May 9, 2013, EPSB entered into a supplemental agreement to amend certain terms of the Option Agreement. Pursuant to the supplemental agreement, the expiry date of the Option Agreement was extended to August 9, 2014.

On August 8, 2014, EPSB entered into a supplemental agreement to amend certain terms of the Option Agreement. Pursuant to the supplemental agreement, the expiry date of the Option Agreement was extended to March 31, 2015.

**PACIFIC GREEN TECHNOLOGIES INC.**

Notes to the Consolidated Financial Statements

December 31, 2014

(Expressed in U.S. Dollars)

(unaudited)

**11. Commitments** (continued)

On March 3, 2009, EPSB entered into an Option Agreement to acquire land located in Lincolnshire, England (the (c)“Property”) (“Wing Option”). Pursuant to the agreement, the option was set to expire on March 3, 2012 and the purchase price is £400,320.

On August 9, 2011, EPSB entered into a supplemental agreement to amend certain terms of the Option Agreement. Pursuant to the supplemental agreement, the expiry date of the Option Agreement was extended to March 2, 2014, and the purchase price was increased to £420,336.

On January 27, 2014, EPSB entered into a supplemental agreement to amend certain terms of the Option Agreement. Pursuant to the supplemental agreement, the expiry date of the Option Agreement was extended to August 9, 2014.

On August 29, 2014, EPSB entered into a supplemental agreement to amend certain terms of the Option Agreement. Pursuant to the supplemental agreement, the expiry date of the Option Agreement was extended to March 31, 2015.

On March 26, 2012, PGEP and its subsidiary, EPSB, entered into a Consultancy Agreement with Green Energy Parks Consulting Limited (“GEPC”), a subsidiary of Green Energy Parks Limited (“GEP”) which is a company under common control, to provide services related to the design and development of planning schemes for energy from biomass and waste facilities. In consideration for the services, EPSB agreed to pay £80,000 upon signing (paid), £80,000 per month for three months (paid) and £64,000 for the remaining five months (£128,000 paid) (“Consultancy Consideration”). If ESPB obtains planning permission for the construction of a waste biomass to energy power plant on the land, GEPC will produce designs related to the construction of the plant and grant the license to EPSB in consideration for a total of £1,250,000 (“Design Consideration” – See below), of which £312,500 is payable three months after planning permission is obtained, and a further £85,227 per month is payable for the following eleven months. In addition, EPSB agreed to pay GEPC success fees of £250,000 upon obtaining the planning permission (“Planning Success Fee” – See below) and a further £1,000,000 upon the exercise of the Davis and Wing land options (“Option Success Fee”).

On March 5, 2013, PGEP and EPSB entered into a supplemental agreement to amend certain terms of the Consultancy Agreement. In full and final satisfaction of the Consulting Consideration due from EPSB to GEPC, EPSB agreed to pay GEPC £10,000 within seven days of the date of the supplemental agreement (paid), £15,000 within 45 days (paid) and £25,000 within 75 days. In addition, the Planning Success Fee was amended to £20,000 (accrued) within seven days of obtaining planning permission and a further £30,000 within seven days of the date upon which the judicial review period in respect to the planning permission has expired. Furthermore, the Option Success Fee was amended to £425,500 if the Davis Option is exercised and £75,500 if the Wing Option is exercised, which shall be payable 50% in cash and 50% in common stock. If the Davis Option is extended for an addition twelve months by August 2013, GEP shall be paid a success fee of £50,000 which will be deducted from the cash consideration due under the Option Success Fee. The Consultant also agreed to waive the Design Consideration. Upon written notice by the Company, GEP agreed to irrevocably sell its 25% interest in EPSB to the Company for \$3,500,000 in the equivalent of common stock at a deemed price of \$6 per share.

On May 15, 2013, the Company entered into an acquisition agreement to acquire 100% of the issued and outstanding shares of PGEP. PGEP is the sole shareholder of EPSB. PGEP is developing a biomass power plant facility which EPSB holds an option to purchase the property upon which the facility will be built. As part of the (e) acquisition agreement, the Company is required to issue \$3,000,000 payable in shares of common stock in the event of PGEP either purchasing the property or securing a lease permitting PGEP to operate a biomass power plant facility. The Company is also required to issue \$33,000,000 payable in shares of common stock in the event of PGEP securing sufficient financing for the construction of the facility.

**PACIFIC GREEN TECHNOLOGIES INC.**

Notes to the Consolidated Financial Statements

December 31, 2014

(Expressed in U.S. Dollars)

(unaudited)

**11. Commitments** (continued)

On October 22, 2013, the Company entered into an agreement with a director whereby the director will focus on (f) developing potential new business opportunities and general sales on behalf of the Company. For these services the Company has agreed to pay compensation as follows:

£450 per day and a guarantee of a minimum of four days per month for six months;  
£50,000 when the Company is in a position to drawdown funds in order to commence the development and construction (the “Financial Close”) of the Company’s 49MW biomass power plant at Sutton Bridge, Lincolnshire (the “Project”);  
options on the Financial Close of the completion of the Project to purchase 10,000 common shares of the Company for \$2 per share, and  
on the Financial Close of the Project, 20,000 common shares of Pacific Green Group Limited.

In addition to the above compensation, the Company has agreed to also pay the director commissions based on percentages of sales generated and financing obtained on behalf of the Company.

(g) On October 22, 2013, the Company entered into an agreement with a director whereby the director will oversee all aspects of the development and completion of the Company’s biomass power plant at Sutton Bridge, Lincolnshire with the Company agreeing to pay compensation of £1,000 per day with a guarantee of a minimum of four days a month for two months for these services.

Following the completion of the project, the director has agreed to serve as Chief Operating Officer of the Company for which the Company has agreed to pay compensation as follows:

a salary of £96,000 per annum;  
£100,000 bonus when the Company is in a position to drawdown funds in order to commence the development and construction (the “Financial Close”) of the Project;

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on the Financial Close, 100,000 common shares of the Company from Pacific Green Group Limited; options to purchase 50,000 common shares of the Company at \$2 per share; and on appointment as Chief Operating Officer, 100,000 common shares of the Company from Pacific Green Group Limited.

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## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **FORWARD-LOOKING STATEMENTS**

This quarterly report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "could", "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable laws, including the securities laws of the United States, we do not intend to update any of the forward-looking statements so as to conform these statements to actual results.

Our unaudited consolidated financial statements are stated in U.S. dollars and are prepared in accordance with generally accepted accounting principles in the United States. The following discussion should be read in conjunction with our financial statements and the related notes that appear elsewhere in this quarterly report.

As used in this current report and unless otherwise indicated, the terms "we", "us", "our" and "our company" mean Pacific Green Technologies Inc., a Delaware corporation, and our wholly owned subsidiaries, Pacific Green Technologies Limited, a United Kingdom corporation, Pacific Green Energy Parks Limited, a British Virgin Islands corporation, and its wholly owned subsidiary, Energy Park Sutton Bridge, a United Kingdom corporation, unless otherwise indicated.

### **Corporate History**

Our company was incorporated in Delaware on March 10, 1994, under the name of Beta Acquisition Corp. In September 1995, we changed our name to In-Sports International, Inc. In August 2002, we changed our name from In-Sports International, Inc. to ECash, Inc. In 2007, due to limited financial resources, we discontinued our operations. Over the course of the last five years, we have sought new business opportunities.

On June 13, 2012, we changed our name to Pacific Green Technologies Inc. and effected a reverse split of our common stock following which we had 27,002 shares of common stock outstanding with \$0.001 par value.

Effective December 4, 2012, we filed with the Delaware Secretary of State a Certificate of Amendment of Certificate of Incorporation, wherein we increased our authorized share capital to 510,000,000 shares of stock as follows:

500,000,000 shares of common stock with a par value of \$0.001; and  
10,000,000 shares of preferred stock with a par value of \$0.001.

The increase of authorized capital was approved by our board of directors on July 1, 2012 and by a majority of our stockholders by a resolution dated July 1, 2012.



## Historical Business Overview

On May 1, 2010 we entered into a consulting agreement with Sichel Limited. Sichel has investigated new opportunities for us and has subscribed for new shares of our company's common stock. The consulting agreement entitles Sichel to \$20,000 per calendar month. With an effective date of March 31, 2013, the consulting agreement, along with all amounts owed to Sichel, were assigned to Pacific Green Group Limited ("PGG"). As at December 31, 2014, we owed Sichel \$nil and we owed PGG \$5,223,110. Pursuant to the terms of the consulting agreement, if we are unable to pay the monthly consulting fee, PGG may elect to be paid in shares of stock, and if we are unable to make payments for more than six months in any 12 month period, PGG has the right to appoint an officer or director to the board, which right has not been exercised at this time.

## New Strategy

Management, assisted by PGG, has identified an opportunity to build a business focused on marketing, developing and acquiring technologies designed to improve the environment by reducing pollution. To this end we entered into and closed an assignment and share transfer agreement, on June 14, 2012, for the assignment of a representation agreement and the acquisition of a company involved in the environmental technology industry.

The assignment and share transfer agreement provided for the acquisition of 100% of the issued and outstanding shares of Pacific Green Technologies Limited, formerly PGG's subsidiary in the United Kingdom. Additionally, PGG assigned to our company a ten year exclusive worldwide representation agreement with EnviroTechnologies Inc., (formerly EnviroResolutions, Inc.), a Delaware corporation, to market and sell EnviroTechnologies' current and future environmental technologies. The representation agreement entitles PGG to a commission of 20% of all sales (net of taxes) generated by EnviroTechnologies. Pursuant to the terms of the assignment and share transfer agreement, all rights and obligations under the representation agreement have been transferred to our company. We currently anticipate that sales under the representation agreement will be our sole source of revenue for the foreseeable future. We had intended to complete an acquisition of EnviroTechnologies, as this would have been a logical step in our development. However, as discussed herein, we have settled with EnviroTechnologies as an alternative.

Both Sichel and PGG are wholly owned subsidiaries of the Hookipia Trust. PGG's wholly owned subsidiary was Pacific Green Technologies Limited. As a result, we acquired Pacific Green Technologies Limited from PGG. Sichel is a significant shareholder of our company and also provides us with consulting services. The sole director of Sichel is also the sole director of PGG. Further, PGG is a significant shareholder of EnviroTechnologies.

The assignment and share transfer agreement closed on June 14, 2012 via the issuance of 5,000,000 shares of our common stock as well as a \$5,000,000 promissory note to PGG. We have consequently undertaken the operations of

Pacific Green Technologies Limited and PGG's obligations under the representation agreement.

Full consideration contemplated by the assignment and share transfer agreement was \$25,000,000 satisfied through the issue of 5,000,000 new shares of our common stock at a price of \$4 per share with the balance of \$5,000,000 structured as a promissory note over the next five years as follows:

June 12, 2013, \$1,000,000 (which remains outstanding and has been rolled over to the following payment date);

June 12, 2014, \$1,000,000 (which remains outstanding and has been rolled over to the following payment date);

June 12, 2015, \$1,000,000;

June 12, 2016, \$1,000,000; and

June 12, 2017, \$1,000,000.

Under the terms of the promissory note, the loan repayments specified above shall not exceed the amount we earn under the terms of the representation agreement. If we are unable to meet the repayment schedule set out above, PGG will have the option to either roll over any unpaid portion to the following payment date or to convert the outstanding amount into new shares of our common stock. However, the entire amount of the promissory note is due upon the maturity date on the fifth anniversary. The promissory note is unsecured.

The total consideration of \$25,000,000 was a purchase price not determined under U.S. GAAP, and both the \$25,000,000 total price and the deemed price of \$4 per share does not represent the fair value of the stock issued or a value used in accounting for the acquisition. The number of shares issued and the terms of the promissory note were negotiated between the parties and are intended to represent full consideration for the acquisition of Pacific Green Technologies Limited and the representation agreement.

### **Other Business Matters**

Effective December 18, 2012, we entered into a non-executive director agreement with Dr. Neil Carmichael, wherein Dr. Carmichael will receive compensation of \$1,000 per year for the term of the agreement and was granted options to purchase up to 62,500 shares of common stock at an exercise price of \$0.01 per share of common stock. The options will terminate the earlier of 24 months, or upon the termination of the agreement and Dr. Carmichael's engagement with our company. The director agreement and related options are in the process of being renewed. As of the date of this quarterly report, the options issued to Dr. Carmichael have not been exercised.

On April 3, 2013, we entered into and closed a share exchange agreement with certain shareholders of EnviroTechnologies. Pursuant to the terms of the share exchange agreement, we agreed to acquire 17,653,872 issued and outstanding common shares of EnviroTechnologies from the shareholders in exchange for the issuance of 1,765,395 shares of the common stock of our company. We issued an aggregate of 1,765,395 common shares to 47 shareholders.

On April 25, 2013, we entered into and closed share exchange agreements with certain shareholders of EnviroTechnologies. Pursuant to the terms of the share exchange agreement, we agreed to acquire 6,682,357 issued and outstanding common shares of EnviroTechnologies from the shareholders in exchange for the issuance of 668,238 shares of common stock of our company. We issued an aggregate of 668,238 common shares to 20 shareholders.

On May 15, 2013, we entered into and closed a stock purchase agreement with all five of the shareholders of Pacific Green Energy Parks Limited ("PGEP"), a company incorporated in the British Virgin Islands. PGEP is the sole shareholder of Energy Park Sutton Bridge Limited, a company incorporated in the United Kingdom. PGEP is developing a biomass power plant facility and holds an option to purchase the real property upon which the facility

will be built.

Pursuant to the stock purchase agreement, we agreed to acquire all of the 1,752 issued and outstanding common shares of PGEP from the shareholders in exchange for:

1. a payment of \$100 upon execution of the stock purchase agreement, which has been paid by us;

\$14,000,000 paid in common shares in our capital stock at a deemed price at the lower of \$4 per share or the  
2. average closing price per share of our capital stock in the ten trading days immediately preceding the date of closing of the stock purchase agreement, which have been issued by us;

\$3,000,000 payable in common shares of our capital stock at a deemed price at the lower of \$4 per share or the  
3. average closing price per share of our capital stock in the ten trading days immediately preceding the date upon which PGEP either purchases the property or secures a lease permitting PGEP to operate the facility on the property, which has not yet occurred; and

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subject to leasing or purchasing the property and PGEP securing sufficient financing for the construction of the facility, \$33,000,000 payable in common shares of our capital stock at a deemed price at the lower of \$4 per share or the average closing price per share of our capital stock in the ten trading days immediately preceding the date that PGEP secures sufficient financing for the construction of the facility, which has not yet occurred.

All consideration from our company to the shareholders has been and will be issued on a pro-rata, pari-passu basis in proportion to the respective number of shares of PGEP sold by each respective shareholder. On May 15, 2013, pursuant to the stock purchase agreement, we issued an aggregate of 3,500,000 common shares, at an agreed upon deemed price of \$4 per share, to the five shareholders.

Pacific Green Energy Parks Limited and its wholly owned subsidiary, Energy Park Sutton Bridge, are now subsidiaries of our company.

On May 17, 2013, we entered into a debt settlement agreement with EnviroTechnologies and EnviroResolutions (collectively, the “Debtors”). Pursuant to the terms of the debt settlement agreement, we agreed to release and waive all obligations of the Debtors to repay debts, in the aggregate of \$293,406 and CAD\$38,079, to us and agreed to return an aggregate of 88,876,443 (as of December 31, 2014, 22,171,332 common shares of EnviroTechnologies remain to be returned) common shares of EnviroTechnologies to EnviroResolutions. As consideration for this release and waiver and return of shares, the Debtors agreed to transfer all rights, interests and title to certain intellectual property, the physical embodiments of such intellectual property, and to the supplemental agreement dated March 5, 2013 among EnviroResolutions, PREL and Green Energy Parks Limited (“GEPL”) (collectively, the “Debtors’ Assets”).

The Debtors’ Assets include the intellectual property rights throughout most of the world for the ENVI-Clean™ system, the ENVI-Pure™ system and the ENVI-SEA™ scrubber. The ENVI-Clean™ system removes most of the sulphur dioxide, particulate matter, greenhouse gases and other hazardous air pollutants from the flue gases produced by the combustion of coal, biomass, municipal solid waste, diesel and other fuels. The ENVI-Pure™ emission system combines the ENVI-Clean™ highly effective patent-pending wet scrubbing technology with an innovative wet electrostatic precipitator and a granular activated carbon adsorber to remove particulate matter, acid gases, regulated metals, dioxins and VOCs from the flue gas to levels significantly below those required by strictest international regulations. The ENVI-SEA™ scrubber can be applied to diesel exhaust emissions that require sulphur and particulate matter abatement. Using seawater on a single-pass basis as the scrubbing fluid in combination with its patent pending scrubbing head will provide a highly interactive zone of turbulent mixing for absorption of SO<sub>2</sub>, particulate matter and other pollutants from the engine’s exhaust.

The following is a brief description of further terms and conditions of the debt settlement agreement that are material to our company:

1. We pay 25% of all funds, if any, received under the supplemental agreement to the Debtors within 14 days upon receipt of funds, if any, pursuant to the supplemental agreement;

2. We enter into definitive agreements with the Debtors to:

a. license the Debtors' Assets back to the Debtors, under arm's length commercial terms, for use in the USA and Canada, with the exception of NRG Energy, Inc. and Edison Mission and affiliates; and

b. have the Debtors provide engineering services to us on terms to be agreed upon, acting reasonably;

3. The Debtors pay pro-rata any third party broker fees and legal fees, if any, that are subsequent costs associated with the Supplemental Agreement; and

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4. the Debtors retain possession of, yet make a pilot-scale scrubber available for rental to our company at a nominal cost.

On June 11, 2013, we submitted 24,336,229 common shares of EnviroTechnologies to EnviroTechnologies for cancellation pursuant to our debt settlement agreement with EnviroTechnologies and EnviroResolutions dated May 17, 2013.

Pursuant to a debt settlement agreement dated May 17, 2013 among our company, EnviroTechnologies and EnviroResolutions, on November 22, 2013, our company was transferred a 40% shareholding in PREL by GEPL (who had, prior to this transfer, held all the issued and outstanding shares of PREL). PREL is a limited liability company incorporated under the laws of the United Kingdom.

PREL was incorporated by GEPL to develop a 79MWe waste to energy power station at Peterborough, United Kingdom (the "Peterborough Plant"). The Peterborough Plant has full planning permission at 79MWe and environmental agency permits. It is understood that the Peterborough Plant will be built in two stages at a total capital cost of approximately GBP£500 million (approximately \$824,534,442). As of May 17, 2013, PREL owned 20% of Energy Park Investments Limited, the holding company that is currently intended to finance the development of the Peterborough Plant in turn through its wholly owned operating subsidiary Energy Park Peterborough Limited.

On June 17, 2013, we entered into and closed share exchange agreements with certain shareholders of EnviroTechnologies. Pursuant to the terms of the share exchange agreements we acquired 8,061,286 issued and outstanding common shares of EnviroTechnologies from the shareholders in exchange for the issuance of 806,132 shares of common stock of our company. We issued as aggregate of 806,132 shares of common stock to 19 shareholders

On August 6, 2013, we entered into two share exchange agreements with two shareholders of EnviroTechnologies. Pursuant to the terms of the agreements, we acquired 440,000 issued and outstanding common shares of EnviroTechnologies from one shareholder in exchange for shares of common stock of our company on a 1 for 10 basis. Pursuant to the terms of the other agreement, we acquired 600,000 issued and outstanding common shares of EnviroTechnologies from one shareholder in exchange for shares of common stock of our company on a 1 for 15 basis.

On August 27, 2013, we entered into share exchange agreements with certain shareholders of EnviroTechnologies. Pursuant to the terms of the agreements, we acquired 32,463,489 issued and outstanding common shares of EnviroTechnologies from the shareholders in exchange for shares of common stock of our company on a 1 for 10 basis.

On September 13, 2013, we submitted 41,564,775 common shares of EnviroTechnologies to EnviroTechnologies for cancellation pursuant to our debt settlement agreement with EnviroTechnologies and EnviroResolutions dated May 17, 2013.

On September 26, 2013, we entered into an agreement with Andrew Jolly, wherein Dr. Jolly agreed to serve as a director of our company. Pursuant to the agreement, our company is to compensate Dr. Jolly for serving as a director of our company at GBP£2,000 (approximately \$3,235) per calendar month. Effective October 1, 2013, we appointed Dr. Jolly as a director of our company. Effective September 1, 2014, the monthly fee for Mr. Jolly was reduced to GBP£1,000 (approximately \$1,617).

On October 11, 2013, we entered into share exchange agreements with certain shareholders of EnviroTechnologies. Pursuant to the terms of the agreements, we agreed to acquire 674,107 issued and outstanding common shares of EnviroTechnologies from the shareholders in exchange for shares of common stock of our company on a 1 for 10 basis.



On December 18, 2013, we announced that our company engaged BlueMount Capital to spearhead the development of its proprietary emission control technologies, ENVI-Clean™ and ENVI-Pure™, in the People's Republic of China (“PRC”). In addition to corporate finance advisory services both within and outside China, BlueMount offers a tailored service to clients wishing to enter the PRC market with a particular emphasis on companies that own proprietary technology, intellectual property and expertise. To that end, BlueMount provides a comprehensive suite of services to enhance the effectiveness and long-term sustainability of foreign brands entering the PRC market via: Our company's strategic objective is to establish an operating presence in China with established local partners and rapidly rollout its technologies.

On December 27, 2013, we entered into and closed share exchange agreements with certain shareholders of EnviroTechnologies. Pursuant to the terms of the share exchange agreements, we acquired 130,000 issued and outstanding common shares of EnviroTechnologies from the shareholders in exchange for shares of common stock of our company on a 1 for 10 basis. On December 27, 2013, we issued an aggregate of 13,000 common shares to the shareholders of EnviroTechnologies.

On January 27, 2014, we entered into an agreement with Pöyry Management Consulting (UK) Limited. Pursuant to the agreement, Pöyry is to provide consulting services to us. Our company has agreed to compensate Pöyry a minimum of £5,000 (approximately \$ 8,293) as consulting fees for the first year of the agreement and a variable hourly rate as set out in the agreement.

On May 27, 2014, we entered into a \$200,000 convertible debenture with Intrawest Overseas Limited. Under the terms of the debenture, the amount is unsecured, bears interest at 10% per annum, and is due on May 27, 2015. Pursuant to the agreement, should any portion of loan remain outstanding past maturity the interest will increase to 15% per annum. The note is convertible into shares of common stock 180 days after the date of issuance (November 27, 2014) until maturity at a conversion rate of 75% of the average offer price of our company's common stock for the 45 days ending one trading day prior to the date the conversion notice is sent by the holder to our company. As at December 31, 2014, our company recorded accrued interest of \$12,225 (March 31, 2014 - \$nil), which has been included in accounts payable and accrued liabilities.

Our company analyzed the conversion option under ASC 815, “Accounting for Derivative Instruments and Hedging Activities”, and determined that the conversion feature should be classified as a liability and recorded at fair value due to there being no explicit limit to the number of shares to be delivered upon settlement of the conversion option. In accordance with ASC 815, our company recognized the intrinsic value of the embedded beneficial conversion feature of \$33,922. On November 27, 2014, the note became convertible resulting in our company recording a derivative liability of \$33,922 with a corresponding adjustment to loss on change in fair value of derivative liabilities. During the period ended December 31, 2014, our company had amortized \$6,372 (2013 - \$nil) of the debt discount to interest expense. As at December 31, 2014, the carrying value of the debenture was \$172,450 (March 31, 2014 - \$nil) and the fair value of the derivative liability was \$24,976 (March 31, 2014 - \$nil).

On June 12, 2014, we entered into a \$100,000 convertible debenture with Gerstle Consulting Pty Limited. Under the terms of the debenture, the amount is unsecured, bears interest at 10% per annum, and is due on June 12, 2015. Pursuant to the agreement, should any portion of loan remain outstanding past maturity the interest will increase to 15% per annum. The note is convertible into shares of common stock 180 days after the date of issuance (December 12, 2014) until maturity at a conversion rate of 75% of the average closing bid prices of our company's common stock for the 45 days ending one trading day prior to the date the conversion notice is sent by the holder to our company. As at December 31, 2014, our company recorded accrued interest of \$4,515 (March 31, 2014 - \$nil), which has been included in accounts payable and accrued liabilities.

Our company analyzed the conversion option under ASC 815, "Accounting for Derivative Instruments and Hedging Activities", and determined that the conversion feature should be classified as a liability and recorded at fair value due to there being no explicit limit to the number of shares to be delivered upon settlement of the conversion option. In accordance with ASC 815, our company recognized the intrinsic value of the embedded beneficial conversion feature of \$9,793. On December 12, 2014, the note became convertible resulting in our company recording a derivative liability of \$9,793 with a corresponding adjustment to loss on change in fair value of derivative liabilities. During the period ended December 31, 2014, our company had amortized \$1,028 (2013 - \$nil) of the debt discount to interest expense. As at December 31, 2014, the carrying value of the debenture was \$91,235 (March 31, 2014 - \$nil) and the fair value of the derivative liability was \$13,780 (March 31, 2014 - \$nil).

## Results of Operations

The following summary of our results of operations should be read in conjunction with our unaudited interim consolidated financial statements for the three and nine months ended December 31, 2014 and 2013.

Our net loss for the three and nine month periods ended December 31, 2014 and 2013 are summarized as follows:

|  | Three Months Ended<br>December 31, |             | Nine Months Ended<br>December 31, |               |
|--|------------------------------------|-------------|-----------------------------------|---------------|
|  | 2014                               | 2013        | 2014                              | 2013          |
| Amortization of intangible assets                        | \$365,764                          | \$399,401   | \$1,097,291                       | \$761,248     |
| Consulting fees  | \$204,563                          | \$281,063   | \$684,885                         | \$831,926     |
| Foreign exchange (gain) loss                             | \$(160,740)                        | \$(131,811) | \$(188,313)                       | \$(150,741)   |
| Office and miscellaneous                                 | \$7,756                            | \$44,030    | \$29,104                          | \$57,971      |
| Professional fees  | \$29,667                           | \$85,899    | \$180,346                         | \$274,114     |
| Research and development                                 | \$Nil                              | \$17,723    | \$Nil                             | \$32,741      |
| Transfer agent and filing fees                           | \$5,890                            | \$9,011     | \$23,522                          | \$30,771      |
| Travel   | \$247                              | \$19,007    | \$38,503                          | \$48,039      |
| (Gain) on change in fair value of derivative liabilities | \$(4,959)                          | \$Nil       | \$(4,959)                         | \$Nil         |
| Interest expense   | \$337,804                          | \$220,646   | \$1,012,033                       | \$616,992     |
| Net Loss   | \$(785,992)                        | \$(944,969) | \$(2,872,412)                     | \$(2,503,061) |

Expenses for the three month period ended December 31, 2014 were \$453,147 as compared to \$724,323 for the three month period ended December 31, 2013. Consulting fees were comprised of fees paid to the director of our subsidiary, Pacific Green Technologies Limited; professional fees were comprised of legal, audit and accounting costs. The decrease in operating expenses is primarily attributed to decreases in amortization of intangible assets, consulting fees, office and miscellaneous, professional fees, research and development, transfer agent and filing fees, and travel expenses.

Expenses for the nine month period ended December 31, 2014 were \$1,865,338 as compared to \$1,886,069 for the nine month period ended December 31, 2013. The decrease in operating expenses is primarily attributed to decreases in consulting fees, professional fees, research and development, transfer agent and filing fees, and travel expenses.

For the three month period ended December 31, 2014, our company had a net loss of \$785,992 (\$0.05 per share) compared to a net loss of \$944,969 (\$0.06 per share) for the three month period ended December 31, 2013. In addition to the operating expenses noted above, for the three month period ended December 31, 2014, our company had interest expense of \$337,804 as compared to interest expense of \$220,646 for the three month period ended December

31, 2013.

For the nine month period ended December 31, 2014, our company had a net loss of \$2,872,412 (\$0.18 per share) compared to a net loss of \$2,503,061 (\$0.19 per share) for the nine month period ended December 31, 2013. For the nine month period ended December 31, 2014, our company had interest expense of \$1,012,033 as compared to interest expense of \$616,992 for the nine month period ended December 31, 2013.

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*Liquidity and Capital Resources*Working Capital

|                           | As at<br>December 31,<br>2014 | As at<br>March 31,<br>2014 |
|---------------------------|-------------------------------|----------------------------|
| Current Assets            | \$ 21,415                     | \$208,263                  |
| Current Liabilities       | \$ 9,903,760                  | \$8,442,681                |
| Working Capital (Deficit) | \$ (9,882,345 )               | \$ (8,234,418)             |

Cash Flows

|   | Nine Months<br>Ended<br>December 31,<br>2014 | Nine Months<br>Ended<br>December 31,<br>2013 |
|---|--|--|
| Net cash used in operating activities     | \$ (302,005 )                                | \$ (722,513 )                                |
| Net cash used in investing activities     | \$ Nil                                       | \$ (5,048 )                                  |
| Net cash provided by financing activities | \$ 268,119                                   | \$ 1,054,876                                 |
| Effect of foreign exchange                | \$ (168,101 )                                | \$ (49,453 )                                 |
| Net increase (decrease) in cash           | \$ (201,987 )                                | \$ 277,862                                   |

As of December 31, 2014, we had \$3,584 in cash, \$21,415 in total current assets, \$9,903,760 in total current liabilities and a working capital deficit of \$9,882,345. As of March 31, 2014, we had a working capital deficit of \$8,234,418.

We are dependent on funds raised through equity financing and proceeds from shareholder loans.

During the nine months ended December 31, 2014, we spent \$302,005 on operating activities, whereas \$722,513 was spent on operating activities for the nine month period ended December 31, 2013.

During the nine months ended December 31, 2014, we had \$nil in investing activities, whereas we used \$5,048 in investing activities during the three months ended December 31, 2013.

During the nine months ended December 31, 2014, we received \$268,119 from financing activities, which consisted of \$33,500 in proceeds from related parties and \$300,000 in proceeds from convertible debentures issued, offset by a \$65,381 in repayments to related parties, whereas we received \$1,054,876 from financing activities during the nine months ended December 31, 2013.

### **Anticipated Cash Requirements**

We will require additional funds to fund our budgeted expenses over the next 12 months. These funds may be raised through, equity financing, debt financing, or other sources, which may result in further dilution in the equity ownership of our shares.

We anticipate that our cash expenses over the next 12 months (beginning January 2015) will be approximately \$825,000 as described in the table below. These estimates may change significantly depending on the nature of our business activities and our ability to raise capital from our shareholders or other sources.

| Description                            | Estimated Expenses (\$) |
|--|-------------------------|
| Legal and accounting fees              | 200,000                 |
| Marketing and advertising              | 25,000                  |
| Investor relations and capital raising | 50,000                  |
| Management and operating costs         | 125,000                 |
| Salaries and consulting fees           | 350,000                 |
| General and administrative expenses    | 75,000                  |
| Total                                  | \$825,000               |

Our general and administrative expenses for the year will consist primarily of transfer agent fees, bank and interest charges and general office expenses. The professional fees are related to our regulatory filings throughout the year and include legal, accounting and auditing fees.

Based on our planned expenditures, we will require approximately \$825,000 to proceed with our business plan over the next 12 months. As of December 31, 2014, we had \$3,584 cash on hand. If we secure less than the full amount of financing that we require, we will not be able to carry out our complete business plan and we will be forced to proceed with a scaled back business plan based on our available financial resources.

We intend to raise the balance of our cash requirements for the next 12 months from private placements, shareholder loans or possibly a registered public offering (either self-underwritten or through a broker-dealer). If we are unsuccessful in raising enough money through such efforts, we may review other financing possibilities such as bank loans. At this time we do not have a commitment from any broker-dealer to provide us with financing. There is no assurance that any financing will be available to us or if available, on terms that will be acceptable to us.

Even though we plan to raise capital through equity or debt financing, we believe that the latter may not be a viable alternative for funding our operations as we do not have sufficient tangible assets to secure any such financing. We anticipate that any additional funding will be in the form of equity financing from the sale of our common stock. However, we do not have any financing arranged and we cannot provide any assurance that we will be able to raise sufficient funds from the sale of our common stock to finance our operations. In the absence of such financing, we may be forced to abandon our business plan.

### Going Concern

Our financial statements for the nine month period ended December 31, 2014 have been prepared on a going concern basis and contain an additional explanatory paragraph which identifies issues that raise substantial doubt about our ability to continue as a going concern. Our financial statements do not include any adjustments that might result from the outcome of this uncertainty.

We have generated no revenues, have achieved losses since our inception, and rely upon the sale of our common stock and proceeds from shareholder loans to fund our operations. If we are unable to raise equity or secure alternative financing, we may not be able to continue our operations and our business plan may fail.

If our operations and cash flow improve, management believes that we can continue to operate. However, no assurance can be given that management's actions will result in profitable operations or an improvement in our liquidity situation. The threat of our ability to continue as a going concern will cease to exist only when our revenues have reached a level able to sustain our business operations.



## **Off-Balance Sheet Arrangements**

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

## **Critical Accounting Policies**

Our consolidated financial statements are impacted by the accounting policies used and the estimates and assumptions made by management during their preparation. We have identified below the accounting policies that are of particular importance in the presentation of our financial position, results of operations and cash flows, and which require the application of significant judgment by management.

### *Use of Estimates*

The preparation of consolidated financial statements in accordance with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses in the reporting period. Our company regularly evaluates estimates and assumptions related to the useful life and recoverability of intangible assets, valuation of derivative liabilities and convertible debentures, valuation of note payable, stock-based compensation, and deferred income tax asset valuation allowances. Our company bases our estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by our company may differ materially and adversely from our company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

### *Intangible Assets*

Intangible assets are stated at cost less accumulated amortization and are comprised of patents acquired and options to acquire land. The patents are amortized straight-line over 17 years or over the estimated useful life.

### *Impairment of Long-lived Assets*

Our company reviews long-lived assets such as property and equipment and intangible assets with finite useful lives for impairment whenever events or changes in circumstance indicate that the carrying amount may not be recoverable. If the total of the expected undiscounted future cash flows is less than the carrying amount of the asset, a loss is recognized for the excess of the carrying amount over the fair value of the asset.

### *Stock-based compensation*

Our company records stock-based compensation in accordance with ASC 718, “Compensation – Stock Compensation”, using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

Our company uses the Black-Scholes option pricing model to calculate the fair value of stock-based awards. This model is affected by our company’s stock price as well as assumptions regarding a number of subjective variables. These subjective variables include, but are not limited to our company’s expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the consolidated statement of operations over the requisite service period.

### *Financial Instruments*

ASC 820, “Fair Value Measurements and Disclosures” requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument’s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

#### *Level 1*

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

*Level 2*

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

*Level 3*

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

Our company's financial instruments consist principally of cash, VAT receivable, amount due from a related party, accounts payable and accrued liabilities, loans payable, convertible debentures, note payable, and amounts to due to related parties. Pursuant to ASC 820, the fair value of cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. With the exception of long-term note payable, the recorded values of all other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

The following table represents assets and liabilities that are measured and recognized in fair value as of December 31, 2014, on a recurring basis:

|                        | Level<br>1<br>\$ | Level<br>2<br>\$ | Level 3<br>\$ | Total<br>gains<br>(losses)<br>\$ |
|------------------------|------------------|------------------|---------------|----------------------------------|
| Derivative liabilities | –                | –                | 38,756        | 4,959                            |
| Total                  | –                | –                | 38,756        | 4,959                            |

During the period ended December 31, 2014, our company recognized a gain on change in fair value of derivative liabilities of \$4,959.

### Recent Accounting Pronouncements

Our company has limited operations and is considered to be in the development stage. In the period ended June 30, 2014, our company elected to early adopt Accounting Standards Update No. 2014-10, *Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements*. The adoption of this ASU allows our company to remove the inception to date information and all references to development stage.

Our company has implemented all new accounting pronouncements that are in effect and that may impact its consolidated financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a smaller reporting company, we are not required to provide the information required by this Item.

#### **Item 4. Controls and Procedures**

##### ***Evaluation of Disclosure Controls and Procedures***

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the *Securities Exchange Act of 1934*, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our president (our principal executive officer, principal financial officer and principal accounting officer) to allow for timely decisions regarding required disclosure.

As of the end of our quarter covered by this report, we carried out an evaluation, under the supervision and with the participation of our president (our principal executive officer, principal financial officer and principal accounting officer), of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our president (our principal executive officer, principal financial officer and principal accounting officer) concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this quarterly report.

##### ***Changes in Internal Control over Financial Reporting***

During the period covered by this report, there were no changes in our internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II – OTHER INFORMATION

### Item 1. Legal Proceedings

Except for below, we know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

On November 14, 2013, a shareholder holding one common share in our company (the “Plaintiff”) commenced an action against us, as a nominal defendant, and PGG for recovery of short-swing profits (the “Action”) under section 16(b) of the Securities Exchange Act of 1934, as amended (“Section 16(b)”). The Plaintiff alleges that PGG, a shareholder of our company of more than ten percent, profited from the purchase and sale of our stock within a period of less than six months.

PGG disposed of:

1. 37,778 shares of common stock at \$4.00 per share on July 22, 2013;
2. 62,600 shares of common stock at \$3.00 per share on August 9, 2013;
3. 16,000 shares of common stock at \$4.00 per share on September 17, 2013; and
4. 210,834 shares of common stock at \$3.00 per share on September 24, 2013.

On August 27, 2013, PGG acquired 2,237,929 shares at a deemed value of \$0.001, being our common share par value, pursuant to a share exchange with shareholders of EnviroTechnologies. The Action states that, pursuant to Section 16(b), the alleged total short-swing profit is \$1,035,086.79 and must be disgorged to our company.

As our company declined to pursue a claim against PGG under Section 16(b), the Action was brought on behalf of our company by the Plaintiff. This action was commenced in the United States District Court in the Southern District of New York.

**Item 1A. Risk Factors**

As a “smaller reporting company” we are not required to provide the information required by this Item.

**Item 2. Unregistered Sales of Equity Securities**

None.

**Item 3. Defaults Upon Senior Securities**

None.

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**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| <b>(2)</b>            | <b>Plan of Acquisition, Reorganization, Arrangement Liquidation or Succession</b>  |
| 2.1                   | Assignment and Share Transfer Agreement dated June 14, 2012 between our company, Pacific Green Technologies Limited and Pacific Green Group Limited (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012) |
| <b>(3)</b>            | <b>Articles of Incorporation and Bylaws</b>  |
| 3.1                   | Articles of Incorporation filed on July 3, 2012 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)   |
| 3.2                   | Certificate of Amendment filed on August 15, 1995 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)   |
| 3.3                   | Certificate of Amendment filed on August 5, 1998 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)  |
| 3.4                   | Certificate of Amendment filed on October 15, 2002 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)  |
| 3.5                   | Certificate of Amendment filed on May 8, 2006 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)   |
| 3.6                   | Certificate of Amendment filed on May 29, 2012 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)  |
| 3.7                   | Bylaws filed on July 3, 2012 (incorporated by reference to our Registration Statement on Form 10 filed on July 3, 2012)  |
| 3.8                   | Certificate of Amendment filed on November 30, 2012 (incorporated by reference to our Current Report on Form 8-K filed on December 11, 2012)   |
| <b>(4)</b>            | <b>Instruments Defining the Rights of Security Holders, Including Indentures</b>   |
| 4.1                   | Share Certificate relating to shares held by our company in the Ordinary Share Capital of Peterborough Renewable Energy Limited (incorporated by reference to our Current Report on Form 8-K filed on December 12, 2013)                       |
| <b>(10)</b>           | <b>Material Contracts</b>  |



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- 10.1 Consulting Agreement dated May 1, 2010 between our company and Sichel Limited (incorporated by reference to our Registration Statement on Form 10, filed on July 3, 2012)
- 10.2 Representation Agreement dated June 7, 2010 between Pacific Green Group Limited and EnviroTechnologies, Inc. (incorporated by reference to our Registration Statement on Form 10, filed on July 3, 2012)
- 10.3 Peterborough Agreement dated October 5, 2011 between EnviroResolutions, Inc., Peterborough Renewable Energy Limited and Green Energy Parks Limited (incorporated by reference to our Registration Statement on Form 10, filed on July 3, 2012)
- 10.4 Promissory Note dated June 2012 between our company and Pacific Green Group Limited (incorporated by reference to our Registration Statement on Form 10, filed on July 3, 2012)

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| Exhibit Number | Description   |
|----------------|---|
| 10.5           | Assignment and Share Transfer Agreement dated June 14, 2012 between our company, Pacific Green Technologies Limited and Pacific Green Group Limited (incorporated by reference to our Registration Statement on Form 10, filed on July 3, 2012) |
| 10.6           | Non-Executive Director Agreement dated December 18, 2012 between our company and Neil Carmichael (incorporated by reference to our Current Report on Form 8-K filed on December 19, 2012)   |
| 10.7           | Supplemental Agreement dated March 5, 2013 between EnviroResolutions, Inc., Peterborough Renewable Energy Limited and Green Energy Parks Limited (incorporated by reference to our Annual Report on Form 10-K filed on July 1, 2013)            |
| 10.8           | Supplemental Agreement dated March 5, 2013 between our company, EnviroTechnologies Inc. and EnviroResolutions Inc. (incorporated by reference to our Current Report on Form 8-K filed on March 13, 2013)  |
| 10.9           | Form of Share Exchange Agreement dated April 3, 2013 between our company and Shareholders of EnviroTechnologies Inc. (incorporated by reference to our Current Report on Form 8-K filed on April 8, 2013)                                       |
| 10.10          | Form of Share Exchange Agreement dated April 25, 2013 between our company and Shareholders of EnviroTechnologies Inc. (incorporated by reference to our Current Report on Form 8-K filed on April 30, 2013)                                     |
| 10.11          | Stock Purchase Agreement dated May 16, 2013 between our company and Shareholders of Pacific Green Energy Parks (incorporated by reference to our Current Report on Form 8-K/A filed on June 3, 2013)  |
| 10.12          | Debt Settlement Agreement dated May 17, 2013 between our company, EnviroResolutions, Inc. and EnviroTechnologies, Inc. (incorporated by reference to our Current Report on Form 8-K/A filed on June 3, 2013)                                    |
| 10.13          | Form of Share Exchange Agreement between our company and Shareholders of EnviroTechnologies, Inc. (incorporated by reference to our Current Report on Form 8-K filed on August 9, 2013)   |
| 10.14          | Form of Share Exchange Agreement between our company and Shareholders of EnviroTechnologies, Inc. (incorporated by reference to our Current Report on Form 8-K filed on August 30, 2013)  |
| 10.15          | Agreement dated September 26, 2013 between our company and Andrew Jolly (incorporated by reference to our Current Report on Form 8-K filed on October 3, 2013)  |
| 10.16          | Form of Share Exchange Agreement between our company and Shareholders of EnviroTechnologies, Inc. (incorporated by reference to our Current Report on Form 8-K filed on October 22, 2013)   |
| 10.17          | Agreement dated October 22, 2013 between our company and Chris Williams (incorporated by reference to our Current Report on Form 8-K filed on December 5, 2013)   |
| 10.18          | Form of Subscription Agreement between our company and the subscribers (incorporated by reference to our Current Report on Form 8-K filed on December 24, 2013)   |
| 10.19          | Form of Share Exchange Agreement between our company and certain shareholders of EnviroTechnologies, Inc. (incorporated by reference to our Current Report on Form 8-K filed on December 27, 2013)  |
| 10.20          | Agreement dated January 27, 2014 between our company and Pöyry Management Consulting (UK) Limited (incorporated by reference to our Quarterly Report on Form 10-Q filed on February 19, 2014)   |
| 10.21          | Form of Subscription Agreement between our company and the subscribers (incorporated by reference to our Current Report on Form 8-K filed on March 11, 2014)  |
| 10.22          | Loan Agreement between our company and Intrawest Overseas Limited dated May 27, 2014 (incorporated by reference to our Quarterly Report on Form 10-Q filed on August 19, 2014)  |
| 10.23          | Put Option Agreement between our company and Intrawest Overseas Limited dated May 27, 2014 (incorporated by reference to our Quarterly Report on Form 10-Q filed on August 19, 2014)  |



| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| <b>(14)</b>               | <b>Code of Ethics</b>   |
| 14.1                      | Code of Ethics and Business Conduct (incorporated by reference to our Annual Report on Form 10-K filed on July 15, 2014)  |
| <b>(21)</b>               | <b>Subsidiaries of the Registrant</b>   |
| 21.1                      | Pacific Green Technologies Limited, a United Kingdom corporation (wholly owned);<br>Pacific Green Energy Parks Limited, a British Virgin Islands corporation (wholly owned);<br>Energy Park Sutton Bridge, a United Kingdom corporation (wholly owned by Pacific Green Energy Parks Limited). |
| <b>(31)</b>               | <b>Rule 13a-14 (d)/15d-14d Certifications</b>   |
| 31.1*                     | Section 302 Certification by the Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer  |
| <b>(32)</b>               | <b>Section 1350 Certifications</b>  |
| 32.1*                     | Section 906 Certification by the Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer  |
| <b>(99)</b>               | <b>Additional Exhibits</b>  |
| 99.1                      | Peterborough Renewable Energy Limited Directors' Report and Financial Statements for the period ended December 31, 2012 (incorporated by reference to our Current Report on Form 8-K filed on December 12, 2013)  |
| <b>101*</b>               | <b>Interactive Data Files</b>   |
| 101.INS                   | XBRL Instance Document  |
| 101.SCH                   | XBRL Taxonomy Extension Schema Document   |
| 101.CAL                   | XBRL Taxonomy Extension Calculation Linkbase Document   |
| 101.DEF                   | XBRL Taxonomy Extension Definition Linkbase Document  |
| 101.LAB                   | XBRL Taxonomy Extension Label Linkbase Document   |
| 101.PRE                   | XBRL Taxonomy Extension Presentation Linkbase Document  |

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**PACIFIC GREEN TECHNOLOGIES INC.**

(Registrant)

Dated: February 23,  
2015

By: */s/ Neil Carmichael*

**Neil Carmichael**

President, Secretary, Treasurer and Director

(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)